



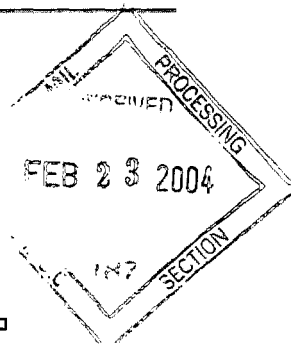
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SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY

Prefix		Serial
DATE RECEIVED		

OMB APPROVAL

OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response.. 1

PROCESSED
FEB 25 2004
THOMSON
FINANCIAL

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):

[] Rule 504

[] Rule 505

[X] Rule 506

☐ Section 4(6)

[] ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

2/12/2004

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

800 PACIFIC, LLC

Address of Executive Offices

17601 S. DENVER AVENUE; GARDENA, CALIFORNIA 90248

(Number and Street, City, State, Zip Code)

(310) 329-0102

Telephone Number (Including Area Code)

Address of Principal Business Operations

SAME

(Number and Street, City, State, Zip Code)

SAME

Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

REAL ESTATE

Type of Business Organization

<input type="checkbox"/> corporation	<input type="checkbox"/> limited partnership, already formed	<input checked="" type="checkbox"/> other (please specify):
<input type="checkbox"/> business trust	<input type="checkbox"/> limited partnership, to be formed	LIMITED LIABILITY COMPANY

Month Year

Actual or Estimated Date of Incorporation or Organization: JANUARY, 2004 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) ☐ C ☐ A

Partner

Full Name (Last name first, if individual)MITCHELL, BLAKE

Business or Residence Address (Number and Street, City, State, Zip Code)

17601 S. DENVER AVENUE; GARDENA, CALIFORNIA 90248

Check Box(es) that Apply:

<input type="checkbox"/>	Promoter	<input type="checkbox"/>	Beneficial Owner	<input type="checkbox"/>	Executive Officer	<input type="checkbox"/>	Director	<input type="checkbox"/>	General and/or Managing Partner
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

<input type="checkbox"/>	Promoter	<input type="checkbox"/>	Beneficial Owner	<input type="checkbox"/>	Executive Officer	<input type="checkbox"/>	Director	<input type="checkbox"/>	General and/or Managing Partner
--------------------------	----------	--------------------------	---------------------	--------------------------	----------------------	--------------------------	----------	--------------------------	--

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

<input type="checkbox"/>	Promoter	<input type="checkbox"/>	Beneficial Owner	<input type="checkbox"/>	Executive Officer	<input type="checkbox"/>	Director	<input type="checkbox"/>	General and/or Managing Partner
--------------------------	----------	--------------------------	---------------------	--------------------------	----------------------	--------------------------	----------	--------------------------	--

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

<input type="checkbox"/>	Promoter	<input type="checkbox"/>	Beneficial Owner	<input type="checkbox"/>	Executive Officer	<input type="checkbox"/>	Director	<input type="checkbox"/>	General and/or Managing Partner
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

<input type="checkbox"/>	Promoter	<input type="checkbox"/>	Beneficial Owner	<input type="checkbox"/>	Executive Officer	<input type="checkbox"/>	Director	<input type="checkbox"/>	General and/or Managing Partner
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

<input type="checkbox"/>	Promoter	<input type="checkbox"/>	Beneficial Owner	<input type="checkbox"/>	Executive Officer	<input type="checkbox"/>	Director	<input type="checkbox"/>	General and/or Managing Partner
--------------------------	----------	--------------------------	---------------------	--------------------------	----------------------	--------------------------	----------	--------------------------	--

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....

Yes

[X]

No

[]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....

\$1,100

3. Does the offering permit joint ownership of a single unit?.....

Yes

[X]

No

[]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

UNKNOWN AT THIS TIME

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL]

[AK]	[AZ] X	[AR]	[CA] X	[CO] X	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA] X	[KS]	[KY]	[LA]	[ME]	[MD] X	[MA]	[MI]	[MN] X	[MS]	[MO]
[MT]	[NE]	[NV] X	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK] X	[OR] X	[PA]
[RI]	[SC]	[SD]	[TN]	[TX] X	[UT]	[VT] X	[VA] X	[WA] X	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]

[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]

[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the securities offered for exchange and already exchanged.

Type of Security	Aggregate	Aggregate
	Offering Price	Offering Price
Debt	\$	\$
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify – 2,000 MEMBERSHIP UNITS	\$ 4,598,000	\$
Total	\$	\$

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number	
	Investors	
Accredited Investors	_____	\$
Non-accredited Investors	_____	\$
Total (for filings under Rule 504 only)	ZERO AS YET	\$

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months NOT APPLICABLE prior to the first sale of securities in this offering. Classify securities by type listed in Part C- OFFERED UNDEF

Type of offering	Type of Security
Rule 505	_____
Regulation A	_____
Rule 504	_____
Total	_____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

[]	Transfer Agent's Fees	\$ NONE
	Printing and Engraving Costs	[]
	Legal Fees	[]
	Accounting Fees	[]
	Engineering Fees	[]

Sales Commissions (specify finders' fees separately) []
 Other Expenses (identify) FINDERS FEES, IF USED, WOULD NOT EXCEED 5% BUT []
 AS YET NO FINDERS FEES HAVE BEEN EXPENDED []
 Total []

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. Payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.


	Payments to Officers, Directors, & Affiliates
Salaries and fees	[] \$
Purchase of real estate	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[] \$
Construction or leasing of plant buildings and facilities.....	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$
Repayment of indebtedness	[] \$
Working capital	[] \$
Other (specify): REHABILITATION FOR RENTAL OF BUILDING DUE DILIGENCE	[] \$
Column Totals	[] \$
Total Payments Listed (column totals added)	[] \$

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

800 PACIFIC, LLC

Signature 	Date JANUARY 27, 2004
/S/ BLAKE MITCHELL	
Name of Signer (Print or Type)	Title of Signer (Print or Type)

BLAKE MITCHELL

MANAGER

ATTENTION**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)****E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes

[]

No

[X]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

800 PACIFIC, LLC

Signature	Date <i>1-27-04</i>
/S/ BLAKE MITCHELL <i>[Signature]</i>	JANUARY 27, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)
BLAKE MITCHELL	MANAGER

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies

of the manually signed copy or bear typed or printed signatures.

APPENDIX

2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL								
AK								
AZ	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
AR								
CA	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
CO	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
CT								
DE								
DC								
FL								
GA								
HI								
ID								
IL								
IN								
IA	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
KS								
KY								
LA								
ME								
MD	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A

MA								
MI								
MN	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
MS								
MO								
MT								
NE								
NV	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
NH								
NJ								
NM								
NY								
NC								
ND								
OH								
OK	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
OR	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
PA								
RI								
SC								
SD								
TN								
TX	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
UT								
VT	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
VA	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
WA	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
WV								
WI								
WY								
PR								

<http://www.sec.gov/divisions/corpin/forms/formd.htm>
 Last update: 06/06/2002